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NEW YORK, N.Y. 10005

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RECORDATION NO. 9640-A Filed 1425

MAR 14 1979 - 2 22 PM

INTERSTATE COMMERCE COMMISSION

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NO. C-0734425

Date MAR 14 1979

Fee \$10.00

ICC Washington, D.C.

March 9, 1979

Amendment Agreement dated as of March 1, 1979
Amending Equipment Trust Agreement
Filed with the ICC under Recordation No. 9640

Dear Sir:

Herewith for recordation pursuant to 49 U.S.C.
§ 11303(a), on behalf of American Rail Box Car Company,
are counterparts of the Amendment Agreement dated as of
March 1, 1979.

The parties to the enclosed agreement are:

Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza (P. O. Box 2258)
Baltimore, Maryland 21203.

American Rail Box Car Company
300 South Wacker Drive
Chicago, Illinois 60606

The Amendment Agreement amends an Equipment Trust
Agreement dated as of July 1, 1978, among American Rail
Box Car Company and Mercantile-Safe Deposit and Trust Com-
pany which was recorded with the Interstate Commerce Commis-
sion pursuant to Section 20c of the Interstate Commerce Act

on August 14, 1978, at 12:50 p.m., recordation number 9640.

Enclosed is our check for \$10 for the required recordation fee. Please accept for recordation one counterpart of the enclosed Amendment, stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,

Laurance V. Goodrich

Laurance V. Goodrich
as agent for American
Rail Box Car Company

H. G. Homme, Jr., Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

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Interstate Commerce Commission

Washington, D.C. 20423

3/14/79

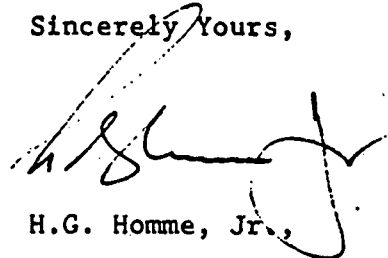
OFFICE OF THE SECRETARY

**Laurance V. Goodrich
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005**

Sir:
Dear

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on **3/14/79** at **2:20pm**,
and assigned recordation number(s) **9640-A**

Sincerely Yours,



**H.G. Homme, Jr.,
Secretary**

Enclosure(s)

**SE-30-T
(2/78)**

MAR 14 1979 -2 20 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of March 1, 1979, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (the "Trustee"), and AMERICAN RAIL BOX CAR COMPANY, a Delaware corporation (the "Company").

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement dated as of July 1, 1978 (the "Equipment Trust Agreement"), filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 14, 1978, at 12:50 p.m., and assigned recordation number 9640; and

WHEREAS the parties hereto desire to amend the Equipment Trust Agreement by including 18 additional PACCAR Inc, general service box cars with 10' doors.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Schedule I to the Equipment Trust Agreement is hereby deleted and restated in its entirety as set forth in Schedule I attached hereto.
2. Except as amended hereby, the Equipment Trust Agreement shall remain in full force and effect.
3. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce

Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY,

by


Assistant Vice President

[Corporate Seal]

Attest:


Corporate Trust Officer

AMERICAN RAIL BOX CAR COMPANY,

by


Treasurer

[Corporate Seal]

Attest:


Assistant Secretary

STATE OF MARYLAND,)
) ss:
COUNTY OF BALTIMORE,)

On this *13th* day of March 1979, before me personally appeared *G. J. Johnston*, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia R. Shilow

[NOTARIAL SEAL]

My Commission expires: *July 1, 1982*

STATE OF ILLINOIS,)
) ss:
COUNTY OF COOK,)

On this *12th* day of March 1979, before me personally appeared *R. E. Zimmerman*, to me personally known, who, being by me duly sworn, says that he is the Treasurer of AMERICAN RAIL BOX CAR COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alouise Krause

[NOTARIAL SEAL]

My Commission expires: *October 15, 1982*

SCHEDULE I

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers (all inclusive)</u>	<u>AAR Mechanical Designation</u>
50'6", 70-ton capacity, general service box car, 16' Combination Doors	PACCAR Inc	250	50150- 50399	XM
50'6", 70-ton capacity, general service box car, 10' Doors	PACCAR Inc	18	34100- 34117	XM
50'6", 70-ton capacity, general service box car, 10' Doors	Pullman Incorporated (Pullman Standard Division)	900	30500- 31399	XM
50'6", 70-ton capacity, general service box car, 16' Combination Doors	FMC Corporation	135	51000- 51134	XM
		<u>1,303</u>		